

P99000107172

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/09/99--01045--011
*****78.75 *****78.75

SUBJECT: TWC Tires Worldwide, Corp.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00
Filing Fee

\$ 78.75
Filing Fee
& Certificate of Status

\$ 78.75
Filing Fee
& Certified Copy

\$ 87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Marie C Leon
4612 SW Avenue
Miami, FL 33155

Daytime Telephone Number: (305) 266-6666

99 DEC 13 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FL 32310

FILED

NOTE: Please provide the original and one copy of the articles

12-13
WC

ARTICLES OF INCORPORATION

OF

TWC Tires Worldwide, Corp

FILED
99 DEC 13 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: TWC Tires Worldwide, Corp

ARTICLE II - DURATTON

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others

ARTICLE VI - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 4612 SW 75 Avenue, Miami, FL 33155
and the name of the initial registered agent of this corporation at that address is: Marie C Leon
The street address of the initial principal office of this corporation is: 4612 SW 75 Avenue, Miami, FL 33155

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is (are):

Marie C Leon
4612 SW 75 Avenue
Miami, FL 33155

ARTICLE VIII - INCORPORATOR(S)

The name(s) and address(es) of the person(s) signing these articles is (are):

Marie C Leon
4612 SW 75 Avenue
Miami, FL 33155

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors, or the holders of not less than one-tenth of all shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote in the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not, such approval is required by law.

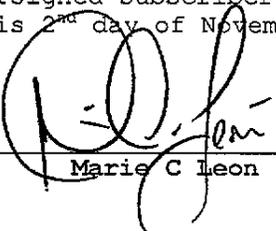
ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XIV - AMENDMENT

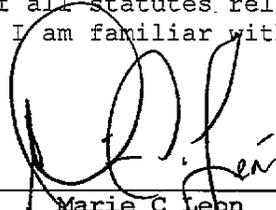
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 2nd day of November, A.D, 1999.



Marie C Leon

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as resident agent.



Marie C Leon
REGISTERED AGENT